

# BRAZOS COUNTY YOUTH LIVESTOCK ASSOCIATION BY-LAWS

Adopted January 14, 2004

Amended June 12, 2006

Amended June 18, 2007

## ARTICLE I

### Name

The name of this Association shall be the Brazos Youth Livestock, Inc., DBA Brazos County Youth Livestock Association, a not for profit corporation under the Internal Revenue Service Code, Section 501 C-3, Federal ID Number 74-1957546. The date of incorporation in the state of Texas is March 1977.

## ARTICLE II

### Purpose and Program

The purpose of this Association shall be for the education of the youth of Brazos County with an emphasis on agriculture. The Association shall hold not less than one show in each fiscal year, but may hold more shows at the discretion of the Board of Directors. In the event of a natural disaster beyond the control that prevent the show from being held within that fiscal year, the Board of Directors, may at its discretion choose to not have a show. The time and place of the show(s) shall be fixed by the Board of Directors.

## ARTICLE III

### Membership

#### Section I – Membership

All exhibitors of any market item exhibited in the Brazos County Youth Livestock Show are required to be members of the Brazos County Youth Livestock Association. Any person interested in the education of the youth in the related agricultural fields of business, may become a member of the Association upon completion of his/her application and the acceptance and approval of the Association.

#### Section 2 – Types of Memberships

**ANNUAL MEMBER** – Any person whose application for membership has been accepted by the Association and whose dues for the current year have been paid shall be considered an Annual Member. A member can either be considered single or family membership. A single member shall be entitled to one vote at the annual meeting, and a family membership shall be entitled to three votes at the annual meeting.

**HONORARY MEMBER** – The Board of Directors shall name and give special recognition to any person who has rendered some special services to the Association. Honorary members shall pay no dues and shall have no vote in the meetings of the membership.

The membership of the Association shall consist of all those people as stated above. They shall hold meetings as directed in the by-laws and shall elect the Board of Directors of the Association.

Section 3 – Disciplinary Action

Any member (single or family member) of any of the above classifications may be suspended or expelled at the discretion of the Board of Directors, whenever said Board of Directors feels that the membership of any person is detrimental to the good and welfare of the Association. Such suspension shall take place by written notification to the member and upon receipt of such notification; said member shall stand suspended or expelled for a length of time as determined by the Board of Directors. This disciplinary action shall also apply to any and all immediate family members.

**ARTICLE IV**

Membership Meetings

The annual meeting of the membership shall be held on the 2nd Thursday in May of each year, unless such date shall be a legal holiday, or unless such meeting be postponed for cause by majority vote of the Board of Directors. Special meetings may be called at any time by the President, or in his absence, by a vote of the Board of Directors, upon giving of at least ten (10) and no more than twenty-one (21) day written notice to all the members, with said notice to be mailed to the last known address as shown on the membership roll. It is specifically provided that the number of members present at any meeting, which has been properly called, shall constitute a quorum.

**ARTICLE V**

Board of Directors

SECTION 1 – Number and Terms of Office

The Board of Directors shall consist of a total membership of twelve (12) who shall all be members in good standing with the Association. Directors shall serve a three (3) year term with one-third (1/3) of the Directors terminating each year. No Director shall serve more than three (3) consecutive terms of office, but may be re-elected after a break in service.

The Nominating Committee shall have the right to name persons serving in public, educational, industry or business capacities to serve as ex-officio members of the Board of Directors, without vote.

SECTION 2 – Election of the Board of Directors

The members of the Board of Directors shall be selected from the membership and elected by majority vote of the members of the Association present at the annual meeting of the membership. Only members whose dues are paid and current with the association will be considered a voting member. Directors shall hold office as set forth in Section 1, Article V or until their successors are duly elected and have qualified.

SECTION 3 – Vacancies

If the office of any Director becomes vacant for any reason, the Chairman of Board, with a majority vote approval of the Board of Directors may chose a successor, who shall hold office for the unexpired term in respect to which such vacancy occurred.

SECTION 4 – Powers of the Board of Directors

The Board of Directors shall be a policy-making Board and have responsibility for the affairs and funds of the Association. The Board of Directors shall designate the Officers, any two of whom are empowered to issue checks for and on behalf of the Association. The Board may not make any assessment upon the members without their consent expressed by vote at any annual or special meeting of the members.

SECTION 5 - Meetings

The Board of Directors shall meet when called by the Chairman of the Board, or in his absence, the President. Notice of such meetings shall be at least five (5) days in advance of called date. The meetings may be held at any time or place designated in the call, and a majority of the Board in attendance shall constitute a quorum.

**ARTICLE VI**

Officers

Officers of the Association shall be: Chairman of the Board President Two (2) Vice-Presidents Secretary Treasurer

These officers shall be elected by a majority vote of the Board of Directors present at the first called meeting of the Board after the annual membership meeting. The Board of Directors shall have the authority, by majority vote; to remove and replace any Officer elected under these By-Laws.

**ARTICLE VII**

Duties and Terms of the Officers

CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside at all Board meetings. In the event of his absence, or inability to act, the President shall preside.

## PRESIDENT

The President shall preside at all regular and special meetings of the membership. He shall preside at all regular and special meetings of the Board of Directors, in the absence of the Chairman of the Board. He shall have the power to execute, or to supervise and authorize the execution of, contracts on behalf of the Association; shall represent the Association at any and all times when he deems it necessary to do so; and shall carry out the policies and plans of the Board of Directors. He shall serve as an ex-officio member of all committees. Whenever the President may be incapacitated or otherwise unable to act, the Chairman of Board shall name an acting President from the Officers or Board of Directors, and while he shall serve, he shall have all the powers of the President.

## VICE-PRESIDENTS, SECRETARY, TREASURER

The President shall assign the Vice-Presidents to supervise the activities of various committees (other than the Nominating Committee) and report to the President and as requested or as deemed advisable, to the membership and the Board of Directors at the meetings.

The Secretary shall direct and supervise the keeping of all records of the Association, shall see that the minutes of each meeting and all records pertaining thereto are retained and preserved.

The Treasurer shall direct the keeping of all books of account, the collection of all monies due to the Association and the depositing of such funds in a bank or banks, acceptable to the Board of Directors.

Officers shall serve for a term of one (1) year beginning on the date of their election to office unless they shall sooner resign or be removed by the Board of Directors.

## **ARTICLE VIII**

No Officer, or member of the Board of Directors, shall enter into any contract with the Association in which the interest of such individual and that of Association may conflict, unless such contract be approved by vote of at least two-thirds (2/3) of the members of the Board of Directors present at any meeting at which a quorum is present. No Officer of the Association shall draw any salary or receive any compensation from the Association by reason of services as an Officer of the Association.

## **ARTICLE IX**

### Committees

A Membership committee and such other Committees as may be needed and a Chairman to head each such Committee shall be appointed by the Chairman of the Board. The President of the Association shall be an ex-officio member of all committees. The Committees shall be appointed by the Chairman of the Board after he/she assumes office and shall serve until the committee has

completed its work or until the next annual meeting, whichever time is first. The Chairman of each committee will report the activities of the committee to the Board of Directors.

A. The Chairman of the Board, the President, two Vice Presidents, the Secretary, and the Treasurer(s) shall constitute the Nominating Committee to nominate eligible members for election to the Board of Directors to be filled at the Annual Meeting of Membership, and to nominate Officers for election at the meeting of the Board of Directors called for the purpose of electing Officers.

If any member entitled to vote contemplates nominating a person for the Board of Directors, such member shall provide written notification to the Secretary of the Association at the Association's principal office not less than fifteen (15) nor more than thirty (30) days prior to the Annual Meeting, accompanied by the written consent of the person to be nominated.

The Nominating Committee shall reserve the right to finalize the official ballot to not more six (6) qualified applicants from the nominations presented for vote by the membership at the annual meeting.

#### **ARTICLE X**

##### Fiscal Year of Association

The fiscal year of the Association shall commence on May 1 and end on April 30 of each year to coincide with the Internal Revenue Service guidelines for the Association.

#### **ARTICLE XI**

These By-Laws may be altered, changed, added to, or amended, at any regular or special meeting of Board of Directors, provided that five (5) days notice shall be given of the intention to so alter. Said alterations, changes, additions, or amendments shall be passed upon by the vote of a majority of the Board of Directors present and voting at any meeting called for the purpose.

Dated June 18, 2007

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David Forrest, Ph.D.  
Chairman of the Board

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Ann Wilder  
Secretary